

RECORDATION NO. 27608-B FILED

JUL 09 '09 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

July 8, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of May 11, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27186-C and 27608.

The names and addresses of the parties to the enclosed document are:

Lessor:	Babcock & Brown Rail Funding LLC 1 Dag Hammarskjold Plaza 885 Second Avenue, 49 <sup>th</sup> Floor New York, NY 10017
Lessee:	The Kansas City Southern Railway Company 114 West 11 <sup>th</sup> Street Kansas City, MO 64105

Anne K. Quinlan, Esquire  
July 8, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 covered hopper railcars as follows:

Rec. No. 27186-F - 15 cars within the series BNBX 121699 - BNBX 121787; and

Rec. No. 27608-B - 15 cars within the series BNBX 121754 - BNBX 121803, both as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 27608-B FILED

JUL 08 '09 -1 0 0 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 11th day of May, 2009, to that certain Master Full Service Railcar Lease dated as of May 11, 2009 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of May 11, 2009 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: *George H. H. H.*  
Name: *George H. H. H.*  
Title: *Vice President*  
Date: *6/9/09*

THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as Lessee

By: *Paul B. Maynard*  
Name: *Paul B. Maynard*  
Title: *SVP Finance and Treasurer*  
Date: *5/11/09*

STATE OF New York )  
COUNTY OF New York )

SS:

On June 9, 2009, before me, Indra Bedasie, Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE  
Notary Public, State of New York  
No. 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010

STATE OF Missouri )

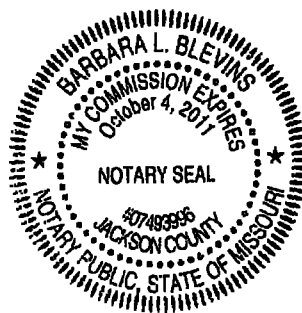
COUNTY OF Jackson )

SS:

On May 11, 2009, before me, Barbara L. Blevins, Notary Public, personally appeared Paul J. Weppert, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Barbara L. Blevins



**EXHIBIT A  
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT**

Quantity of Cars/Car Description

Thirty (30) 5161 CF covered hopper railcars, AAR Type Code C114 built by Trinity North American Freight Car, Inc. in 2008.

Reporting Mark and Numbers

BNBX	121699
BNBX	121713
BNBX	121718
BNBX	121719
BNBX	121726
BNBX	121727
BNBX	121733
BNBX	121734
BNBX	121737
BNBX	121742
BNBX	121754
BNBX	121755
BNBX	121764
BNBX	121765
BNBX	121767
BNBX	121769
BNBX	121777
BNBX	121780
BNBX	121781
BNBX	121786
BNBX	121787
BNBX	121790
BNBX	121791
BNBX	121793
BNBX	121794
BNBX	121797
BNBX	121798
BNBX	121801
BNBX	121802
BNBX	121803

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/8/09

  
\_\_\_\_\_  
Robert W. Alvord